

RIVER FRONT HOTELS' LIMITED

Regd. Office: Land Mark, Opp. Dutch Garden, Nanpura, Surat-395001, Gujarat.

Contact No.: +91-9898000486, Email id.: info@riverfronthotellimited.com

Website: www.riverfronthotellimited.com

CIN: L55100GJ1991PLC016766

RFHL/MSEI/AR/2018-19/01

Date: 19th July, 2019

To,

Listing Department

Metropolitan Stock Exchange of India Limited

Vibgyor Towers, 4th Floor,

Plot No C-62, Opp. Trident Hotel,

Bandra Kurla Complex, Bandra (E),

Mumbai - 400098

Office :+91 22 6112 9000;

Symbol: RFHL

Series : BE

SUB: Submission of Annual Report along with notice of 28th Annual General Meeting of River Front Hotels limited under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015:

Dear Sir/Madam,

We are pleased to submit herewith the 28th Annual Report along with notice for the Financial Year 2018-19 as required to under Regulation-34 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015.

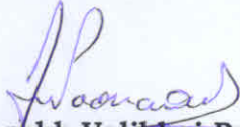
Further all the ordinary resolutions stated in the notice were passed with majority, and there were no changes in 28th Annual Report of River Front Hotels Limited and it was accepted by members.

Kindly take the same on your record.

Thanking You,

Yours Faithfully,

For RIVER FRONT HOTELS LIMITED



Farukh Valibhai Poonawala

Managing Director

DIN: 01775169



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Notice of Annual General Meeting

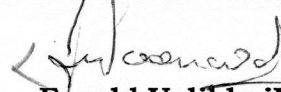
Notice is hereby given that the 28th Annual General Meeting of the members of **River Front Hotels Limited** will be held on Thursday, July 18, 2019 at 11.00 A.M. at the registered office of the Company situated at Landmark, Opp. Dutch Garden, Nanpura, Surat – 395001, Gujarat, to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Financial statements of the Company for the financial year ended March 31, 2019 and reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mrs. Fatima Farukh Poonawala (DIN: 02340990), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Statutory Auditors' and fixed their remuneration and in this regard, to consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), (‘the Act’) the appointment of M/s. N.C. Rupawala & Co., Chartered Accountants (Firm Registration No.125757W), who have been appointed as the Statutory Auditors' of the Company to hold office from the conclusion of the 27th Annual General Meeting for a term of five consecutive year till the conclusion of the 30th Annual General Meeting, on such remuneration as decided between Board and Statutory Auditors' of the Company and who have confirmed their eligibility for the appointment pursuant to Section 141 of the Act, be and is hereby ratified.”

By Order of the Board of Directors



Farukh Valibhai Poonawala
Managing Director

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Notes:

- 1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of her / him, and the proxy need not be a Member of the Company. The instrument appointing the proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the Meeting. A Proxy form is sent herewith.**
2. A person can act as proxy on behalf of members not exceeding fifty per cent and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.
3. Members / Proxies / Representatives attending are requested to bring their duly filled attendance slip sent herewith along with their copy of the annual report to the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their folio number in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
6. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company during business hours on all working days, except Saturdays Sunday and public holiday between 11.00 A.M. and 01.00 P.M. up to the date of the Annual General Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
7. The Company's Register of Members and Transfer Books will remain closed from Monday, July 08, 2019 to Thursday, July 18, 2019 (both days inclusive) for the purpose of the Meeting.
8. Members desiring any information relating to financial statements of the Company are requested to write to the Managing Director of the Company at least seven working days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
9. Members holding shares in physical form are requested to lodge Share Transfer documents and all other correspondences and queries relating to Share Transfer, Share Certificates, Change of Address etc., to the Company's Registrar and Transfer Agent ("RTA") i.e. Skyline Financial services Private

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Limited having its office at A/505 Dattani Plaza A K Road, Safed Pool, Andheri (East), Mumbai -400072, Tel: 022-28511022.

10. SEBI has made it mandatory for every participant in the securities / capital market to furnish the details of Income tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of the PAN card, duly self attested, to the Registrar and Share Transfer Agents of the Company. The shareholders holding shares in electronic form are requested to register their PAN card with their respective Depository Participants.
11. Members, who still continue to hold shares in physical form, are requested to dematerialised their shares at the earliest and avail of the various benefits of dealing in securities in electronic / dematerialized form. The shareholders have the option to hold Company's shares in demat form through National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL).
12. Members holding shares in physical form are requested to advise any change of address or bank mandates immediately to the Company/ Registrar and Transfer Agent, Skyline Financial Services Private Limited.
13. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with specimen signatures authorizing their representative(s) to attend and vote at the AGM.
14. Members are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change bank particulars or bank mandates for shares held in electronic form.
15. Members may also note that the Notice of the 28th AGM and the Annual Report for the Financial Year 2018-19 will also be available on the Company's website www.riverfronthotellimited.com for their download. For any communication/ information, the members may also send requests to the Company at: info@riverfronthotellimited.com
16. Members attending the Meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the hall.
17. In case of joint holders attending the Meeting, only such joint holder whose name is first in order of preference shall be entitled to vote.
18. Members who hold shares in physical form in multiple folios in identical

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names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agents, for consolidation into single folio.

19. All grievances connected with the Re-appointment of Director: At the ensuing Annual General Meeting, Mrs. Fatima Farukh Poonawala (DIN: 02340990), Director of the Company retires by rotation under the provisions of the Companies Act, 2013 and being eligible offers herself for Re-appointment.

20. **Voting Through Electronic Means:** Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to its Members, facility to exercise their right to vote on resolutions proposed to be considered at the 28th AGM by electronic means i.e. "Remote e-voting". The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("Remote e-voting") will be provided by Central Depository Services Limited (CDSL). The Company has appointed Mrs. Neha Batliwala, Chartered Accountant, Surat, to scrutinize the voting process (both Remote e-voting and voting process at the AGM) in a fair and transparent manner. The detail process and manner of Remote e-voting is explained herein below:

In case a Member receives an e-mail from CDSL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- i. Open your web browser during the e-voting period. Remote E-voting period begins form Monday, July 15, 2019 (9.00 a.m.) and ends on Wednesday, July 17, 2019 (5.00 p.m.). During this Period, shareholders holding shares either in physical form or dematerialized form, as on Thursday, July 11, 2019, being cut-off date/entitlement date as may cast their vote electronically. The e-voting shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on the e-voting website www.evotingindia.com
- iii. Click on "Shareholders" tab.
- iv. Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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(c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on attendance Slip indicated in the PAN field.
Dividend bank Details or DOB	Enter the Dividend Bank Details or date of birth (in dd/mm/yy) as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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- xi. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non- Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the Entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
 - xxi. Facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.
21. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 11th July, 2019. A Person, whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of remote e-voting or voting at the Annual General Meeting appointed Mrs. Neha Batliwala, Chartered Accountant, Surat has been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner.
22. The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, would first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make and submit, not later than 3 (three) working days of the conclusion of the Annual General Meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
23. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Annual General meeting but shall not be entitled to cast their vote again.
24. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company’s website www.riverfronthotellimited.com immediately after the declaration of Result by the Chairman or a person authorized by him in writing. The Results would be communicated to the MSEI Limited and CDSL.

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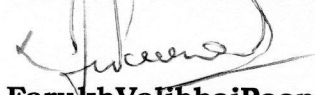
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Website: www.riverfronthotellimited.com

25. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed.

By Order of the Board of Directors



Farukh Valibhai Poonawala
Managing Director

Registered Office:

Landmark, Opp. Dutch Garden, Nanpura,

Surat - 395001, Gujarat

CIN: L55100GJ1991PLC016766

E-mail: info@riverfronthotellimited.com

Date: 24th June, 2019

Place: Surat

RIVER FRONT HOTELS LIMITED

CIN: L55100GJ1991PLC016766

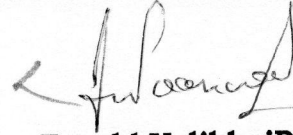
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Website: www.riverfronthotellimited.com

ANNEXURE TO NOTICE:

Ms. Sana Farukh Poonawala, is to be re-appointed as Director, who is liable to retire by rotation [PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) Regulations, 2015 & Secretarial Standard 2]

Name of Director	Mrs. Fatima Farukh Poonawala
Date of Birth	14/06/1960
Date of Appointment	01/01/2009
Expertise in specific functional areas	Hospitality
Qualification	B.Com. LLB
Shareholding in the company as on 30.05.2019	7,63,800
List of other public limited companies in which directorship held as on 30.05.2018	1. HOPES HOSPITALITY SERVICES PRIVATE LIMITED
List of other entities in which the person also holds membership of committee of the board	NIL
Relationships between Directors inter-se	Spouse of Mr. Farukh Valibhai Poonawala (Managing Director of the Company)

By Order of the Board of Directors



Sd/-

Farukh Valibhai Poonawala
Managing Director

Registered Office:

Landmark, Opp. Dutch Garden, Nanpura,
Surat - 395001, Gujarat
CIN: L55100GJ1991PLC016766
E-mail: info@riverfronthotellimited.com
Date: 24th June, 2019
Place: Surat

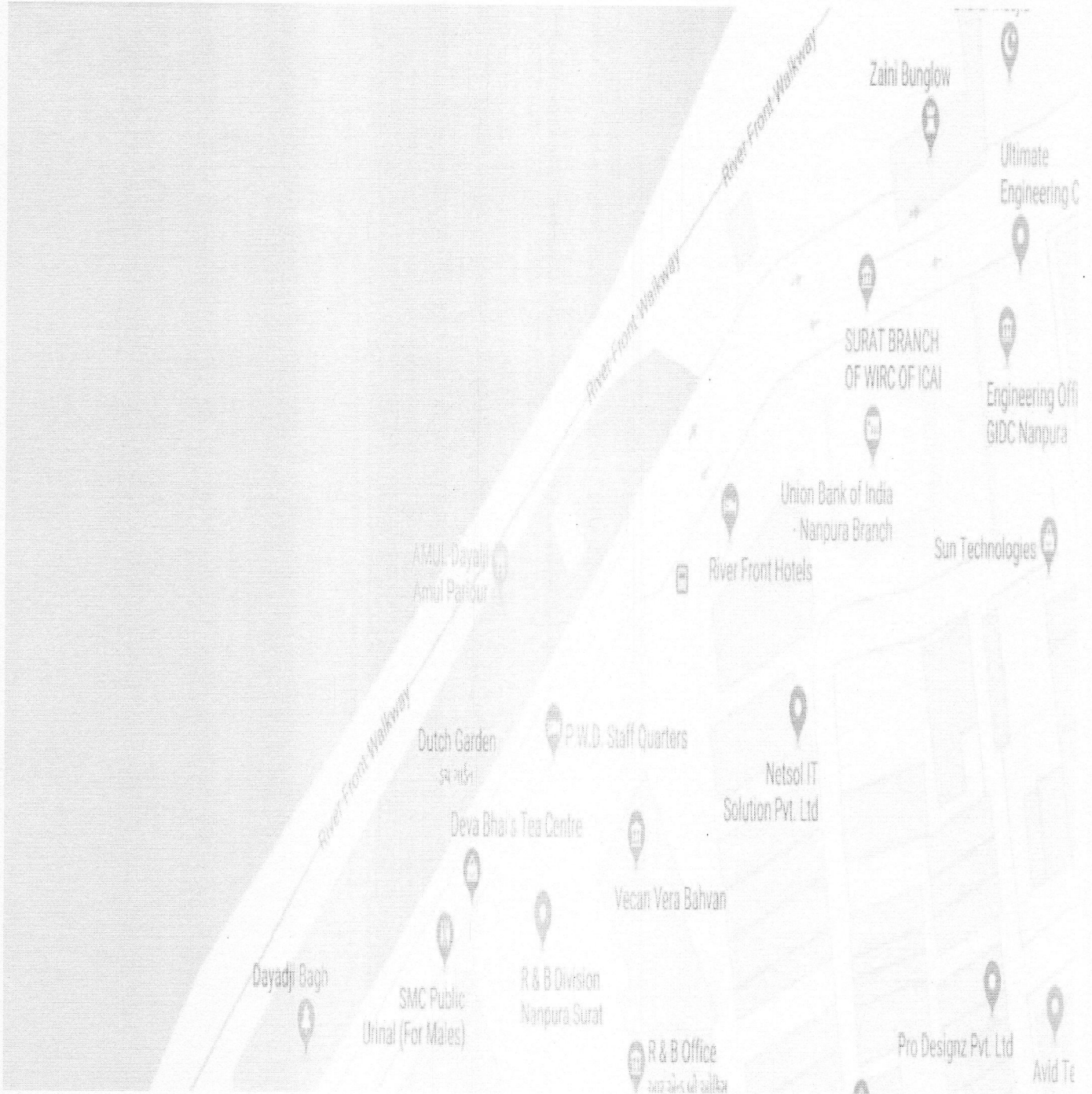
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RIVER FRONT HOTELS LIMITED Annual Report

2018-19

Board of Directors

Mr. Faiz Ahmed Farukh Poonawala	-	Chairman/Non – executive Director
Mr. Farukh Valibhai Poonawala	-	Managing Director
Mrs. Fatima Farukh Poonawala	-	Chief Financial Officer & Director
Ms. Sana Farukh Poonawala	-	Non – Executive Director
Mr. Taha Saifuddin Badshah	-	Independent Director
Mr. Taher Nagpurwala Ebrahim	-	Independent Director

Auditors

M/s. N. C. Rupawala & Co.

Chartered Accountants
508, Takshashila Apartment, Majuragate,
Surat – 395002, Gujarat

Registered Office

Landmark, Opp. Dutch Garden, Nanpura
Surat – 395001, Gujarat, India
Tel No.: +91 9898000486
E-mail Id: info@riverfronthotellimited.com

Registrar and Transfer Agent

Skyline Financial Services Private Limited

A/505 Dattani Plaza
A K Road, Safed Pool,
Andheri (East)
Mumbai - 400072
Tel: 022-28511022

Bankers

Punjab National Bank

**28th Annual General Meeting on Thursday, July 18, 2019 at 11.00 A.M.
at Landmark, Opp. Dutch Garden, Nanpura, Surat – 395001, Gujarat**

RIVER FRONT HOTELS LIMITED Annual Report
2018-19

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RIVER FRONT HOTELS LIMITED Annual Report

2018-19

Notice of Annual General Meeting

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Ordinary Business:

1. To consider and adopt the Audited Financial statements of the Company for the financial year ended March 31, 2019 and reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mrs. Fatima Farukh Poonawala (DIN: 02340990), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
3. To ratify the appointment of the Statutory Auditors' and fixed their remuneration and in this regard, to consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), (‘the Act’) the appointment of M/s. N.C. Rupawala & Co., Chartered Accountants (Firm Registration No.125757W), who have been appointed as the Statutory Auditors' of the Company to hold office from the conclusion of the 27th Annual General Meeting for a term of five consecutive year till the conclusion of the 30th Annual General Meeting, on such remuneration as decided between Board and Statutory Auditors' of the Company and who have confirmed their eligibility for the appointment pursuant to Section 141 of the Act, be and is hereby ratified.”

By Order of the Board of Directors

**Sd/-
Farukh Valibhai Poonawala
Managing Director**

RIVER FRONT HOTELS LIMITED Annual Report

2018-19

Notes:

- 1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of her / him, and the proxy need not be a Member of the Company. The instrument appointing the proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the Meeting. A Proxy form is sent herewith.**
2. A person can act as proxy on behalf of members not exceeding fifty per cent and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.
3. Members / Proxies / Representatives attending are requested to bring their duly filled attendance slip sent herewith along with their copy of the annual report to the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their folio number in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
6. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company during business hours on all working days, except Saturdays Sunday and public holiday between 11.00 A.M. and 01.00 P.M. up to the date of the Annual General Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
7. The Company's Register of Members and Transfer Books will remain closed from Monday, July 08, 2019 to Thursday, July 18, 2019 (both days inclusive) for the purpose of the Meeting.
8. Members desiring any information relating to financial statements of the Company are requested to write to the Managing Director of the Company at least seven working days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
9. Members holding shares in physical form are requested to lodge Share Transfer documents and all other correspondences and queries relating to Share Transfer, Share Certificates, Change of Address etc., to the Company's Registrar and Transfer Agent ("RTA") i.e. Skyline Financial services Private Limited having its office at A/505 Dattani Plaza A K Road, Safed Pool, Andheri (East), Mumbai -400072, Tel: 022-28511022.
10. SEBI has made it mandatory for every participant in the securities / capital market to furnish the details of Income tax Permanent Account Number

RIVER FRONT HOTELS LIMITED Annual Report

2018-19

(PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of the PAN card, duly self attested, to the Registrar and Share Transfer Agents of the Company. The shareholders holding shares in electronic form are requested to register their PAN card with their respective Depository Participants.

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12. Members holding shares in physical form are requested to advise any change of address or bank mandates immediately to the Company/ Registrar and Transfer Agent, Skyline Financial Services Private Limited.
13. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with specimen signatures authorizing their representative(s) to attend and vote at the AGM.
14. Members are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change bank particulars or bank mandates for shares held in electronic form.
15. Members may also note that the Notice of the 28th AGM and the Annual Report for the Financial Year 2018-19 will also be available on the Company's website www.riverfronthotellimited.com for their download. For any communication/ information, the members may also send requests to the Company at: info@riverfronthotellimited.com
16. Members attending the Meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the hall.
17. In case of joint holders attending the Meeting, only such joint holder whose name is first in order of preference shall be entitled to vote.
18. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agents, for consolidation into single folio.

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19. All grievances connected with the Re-appointment of Director: At the ensuing Annual General Meeting, Mrs. Fatima Farukh Poonawala (DIN: 02340990), Director of the Company retires by rotation under the provisions of the Companies Act, 2013 and being eligible offers herself for Re-appointment.

20. **Voting Through Electronic Means:** Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to its Members, facility to exercise their right to vote on resolutions proposed to be considered at the 28th AGM by electronic means i.e. "Remote e-voting". The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("Remote e-voting") will be provided by Central Depository Services Limited (CDSL). The Company has appointed Mrs. Neha Batliwala, Chartered Accountant, Surat, to scrutinize the voting process (both Remote e-voting and voting process at the AGM) in a fair and transparent manner. The detail process and manner of Remote e-voting is explained herein below:

In case a Member receives an e-mail from CDSL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- i. Open your web browser during the e-voting period. Remote E-voting period begins from Monday, July 15, 2019 (9.00 a.m.) and ends on Wednesday, July 17, 2019 (5.00 p.m.). During this Period, shareholders holding shares either in physical form or dematerialized form, as on Thursday, July 11, 2019, being cut-off date/entitlement date as may cast their vote electronically. The e-voting shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on the e-voting website www.evotingindia.com
- iii. Click on "Shareholders" tab.
- iv. Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

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vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on attendance Slip indicated in the PAN field.
Dividend bank Details or DOB	<p>Enter the Dividend Bank Details or date of birth (in dd/mm/yy) as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii. After entering these details appropriately, click on “SUBMIT” tab.

ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to

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confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non- Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the Entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- xxi. Facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

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21. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 11th July, 2019. A Person, whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of remote e-voting or voting at the Annual General Meeting appointed Mrs. Neha Batliwala, Chartered Accountant, Surat has been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner.
22. The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, would first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make and submit, not later than 3 (three) working days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
23. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Annual General meeting but shall not be entitled to cast their vote again.
24. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company's website www.riverfronthotellimited.com immediately after the declaration of Result by the Chairman or a person authorized by him in writing. The Results would be communicated to the MSEI Limited and CDSL.
25. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed.

By Order of the Board of Directors

Sd/-
Farukh Valibhai Poonawala
Managing Director

Registered Office:

Landmark, Opp. Dutch Garden, Nanpura,
Surat – 395001, Gujarat
CIN: L55100GJ1991PLC016766
E-mail: info@riverfronthotellimited.com

Date: 24th June, 2019

Place: Surat

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ANNEXURE TO NOTICE:

Mrs. Fatima Farukh Poonawala (DIN: 02340990), is to be re-appointed as Director, who is liable to retire by rotation [PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) Regulations, 2015 & Secretarial Standard 2]

Name of Director	Mrs. Fatima Farukh Poonawala
Date of Birth	14/06/1960
Date of Appointment	01/01/2009
Expertise in specific functional areas	Hospitality
Qualification	B.Com. LLB
Shareholding in the company as on 30.05.2019	7,63,800
List of other public limited companies in which directorship held as on 28.05.2019	1. HOPES HOSPITALITY SERVICES PRIVATE LIMITED
List of other entities in which the person also holds membership of committee of the board	NIL
Relationships between Directors inter-se	Spouse of Mr. Farukh Valibhai Poonawala (Managing Director of the Company)

By Order of the Board of Directors

Sd/-
Farukh Valibhai Poonawala
Managing Director

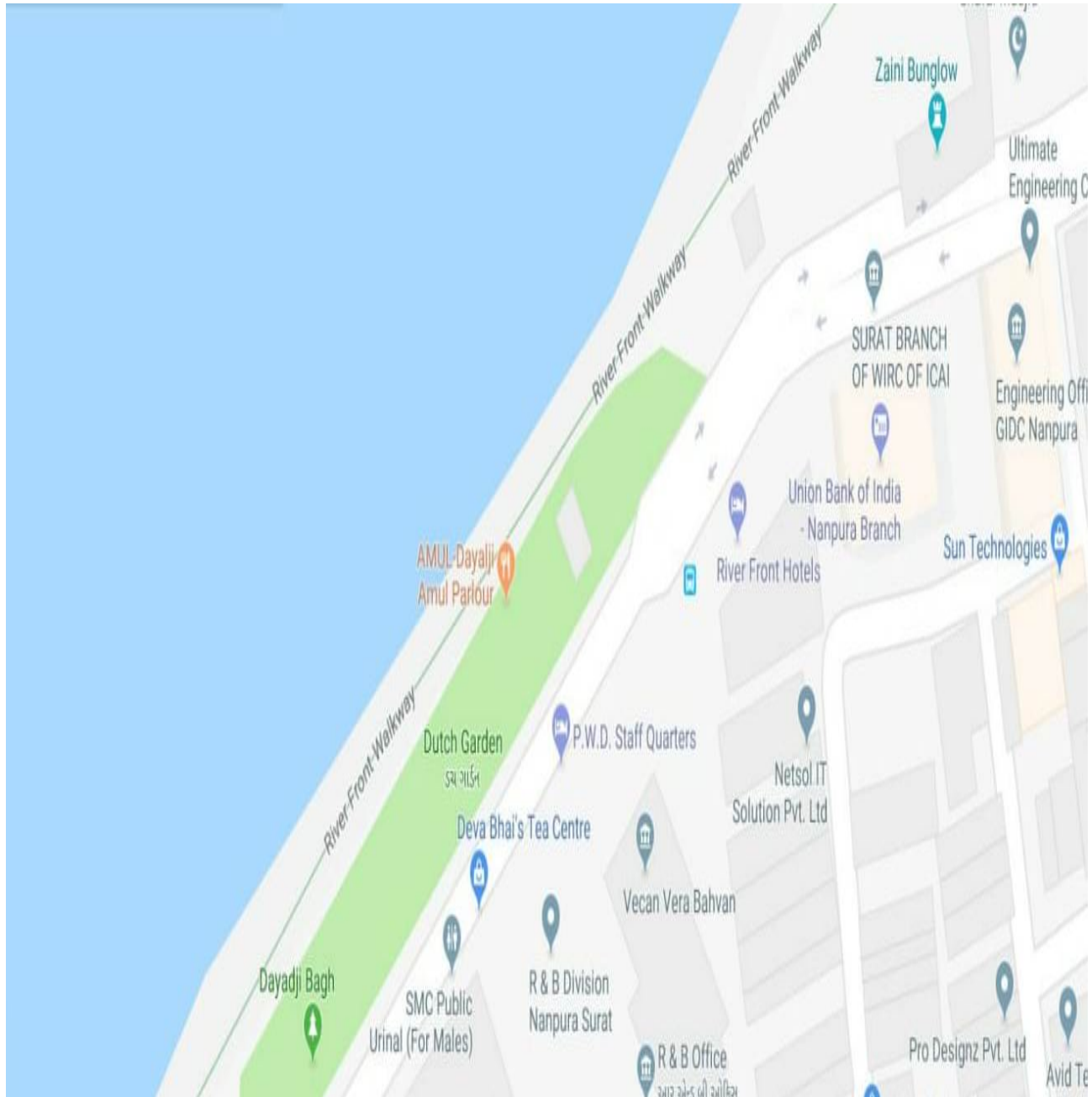
Registered Office:

Landmark, Opp. Dutch Garden, Nanpura,
Surat – 395001, Gujarat
CIN: L55100GJ1991PLC016766
E-mail:info@riverfronthotellimited.com

Date: 24th June, 2019

Place: Surat

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Directors' Report

Dear Shareowners,

Your Directors present the 28th Annual Report and the audited financial statements for the financial year ended March 31, 2019.

Financial Results

The financial performance of the Company for the year ended March 31, 2019 is summarized below:

Particulars	(Amount in Rs.)	
	Financial year ended as on March 31, 2019	Financial year ended as on March 31, 2018
Total Income	2,166,258	1,506,829
Profit/(Loss) before taxation	81,362	1,14,952
Tax expenses (Net) (including deferred tax and tax for earlier years)	21,155	29,527
Profit / (Loss) after taxation	60,207	85,425
Other Comprehensive Income	0	0
Add: Balance of profit/(loss) brought forward	4,56,815	3,71,390
Balance carried to Balance Sheet	3,72,802	4,56,815

Financial Performance and Business Operation

During the financial year reviewed, your Company earned an income of Rs. 2,166,258/- against Rs. 1,506,829/- in the previous year. The Company incurred a profit after tax of Rs. 60,207 /- for the year as compared to Rs. 85,425/- in the previous year.

Dividend

During the year reviewed, the Board of Directors has not recommended dividend on the equity shares of the Company.

Management Discussion and Analysis

In terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with the Stock Exchanges, the Management Discussion and Analysis Report for the FY 2018-19 duly reviewed by Audit Committee and approved by Board and is presented in a separate section forming part of this Annual Report.

Deposits

The Company has not accepted any deposits from the public which comes within the purview of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

Particulars of Investments

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The Company has not made any Investment within the purview of Section 186 of the Companies Act, 2013

Subsidiary and Associate Companies

During the year reviewed, The Company has not any Subsidiary and Associate Companies.

Directors

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mrs. Fatima Farukh Poonawala, Non-Executive Director, retires by rotation and being eligible offers himself for re-appointment to the Board.

The above re-appointment forms part of the Notice of the 28th Annual General Meeting and the relevant Resolution is recommended for your approval.

Key Managerial Personnel

Mrs. Krishna Naik resigned from the Company and Mrs. Ina Kothari was appointed as a whole time Company Secretary and designated as Key Managerial Personnel by the Board with effect from 30thMay, 2018.

Mrs. Ina Kothari resigned from the Company and Mrs. Jyoti Darshan Chauhan was appointed as a whole time Company Secretary and designated as Key Managerial Personnel by the Board with effect from 20thFebruary, 2019.

Declaration of Independence

All Independent Directors have given necessary declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.

Policy on appointment and remuneration for Directors, Key Managerial Personnel and Senior Management Employees:

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration including criteria for determining qualifications, positive attributes, Independence of a Director and other matters provided under Section 178(3) of the Act. The policy on the above is attached as **Annexure-A**.

Familiarisation Programme for Independent Directors

Pursuant to Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulation, 2015 the company shall familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company etc, through various programmes.

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Directors' Responsibility Statement

Pursuant to the requirements under Section 134(5) of the Act with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- I. In the preparation of the annual financial statements for the financial year ended March 31, 2019, the applicable Accounting Standards had been followed along with proper explanation relating to material departures, if any;
- II. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the loss of the Company for the year ended on that date;
- III. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. The Directors had prepared the annual financial statements for the financial year ended March 31, 2019, on a 'going concern' basis;
- V. The Directors had laid down proper internal financial controls to be followed by the Company and such financial controls are adequate and are operating effectively; and
- VI. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Contracts and Arrangements with Related Parties

All contracts/ arrangements/ transactions entered into/by the Company during the financial year reviewed with related parties were on an arm's length basis and in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons, which may have a potential conflict with the interest of the Company at large.

During the year, the Company had not entered into any contract/ arrangement/transaction with related parties which could be considered material in accordance with the policy of Company on materiality of related party transaction.

Material Changes and Commitments if any, affecting the financial position of the Company

In terms of the information required under Sub-section (3)(l) of Section 134 it is to be noted that there are no material Changes and commitments affecting the financial position of the company have occurred between the end of the Financial Year of the company to which the financial statements relate and the date of the report.

Meetings of the Board

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year, seven Board Meetings were held as follows:-

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S.NO.	Date of Meeting
1.	30.05.2018
2.	31.07.2018
3.	14.11.2018
4.	24.11.2018
5.	22.01.2019
6.	14.02.2019
7.	20.02.2019
8.	30.03.2019

Audit Committee

The Audit Committee of the Board consisted of Independent Directors namely Mr. Taha Saifuddin Badshah, Mr. Taher Nagpurwala Ebrahim and Non - Independent Director namely Mrs. Fatima Farukh Poonawala.

Auditors and Auditor's Report

At the 27th Annual General Meeting of the Company held on June 23, 2018 the Members of the Company had appointed M/s. N.C. Rupawala & Co., Chartered Accountants as Auditors to hold office until the conclusion of the 30th Annual General Meeting of the Company. Pursuant to Section 139 of the Companies Act 2013, the appointment of M/s. N.C. Rupawala & Co., Chartered Accountants as auditors of the Company is being placed for ratification of members at ensuing AGM of the Company.

The Company has also received letter from M/s. N.C. Rupawala & Co., Chartered Accountants, to ratify their appointment and the appointment, if ratified, is within the prescribed limits under Section 141(3) of the Act and that they are not disqualified from appointment as Statutory Auditors of the Company.

Your Directors have therefore recommended ratification of the appointment of M/s. N.C. Rupawala & Co., Chartered Accountants as Statutory Auditors of the Company.

The observations and comments given by the Auditors in their report read together with notes on financial statements are self-explanatory and hence do not call for any further comments under Section 134 of the Act.

Extract of Annual Return

Extract of Annual Return of the Company in Form MGT-9 is annexed as **Annexure-B**

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has undertaken the secretarial Audit of the Company for the financial year ended on March 31, 2019. The Secretarial Audit report is annexed herewith as **Annexure-C**. The report of the Secretarial Auditors is self explanatory.

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Conservation of energy, technology absorption and foreign exchange earnings and outgo

Information with respect to Conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is not applicable.

There was no foreign exchange inflow or outflow during the year.

Corporate Governance

The report on Corporate Governance as stipulated under Regulation 34(3) read with Para C of schedule V of the Listing Regulations is present in separate section forming part of this Annual Report.

Vigil Mechanism/ Whistle Blower Policy

In accordance with Section 177 of the Act and Listing Regulations, the Company has formulated a Vigil Mechanism, which also incorporated Whistle Blower Policy of the Company to address the genuine concerns, if any, of the directors and employees.

Compliance with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company is committed to uphold and maintain the dignity of women employees and it has in place a policy which provides for protection against sexual harassment of women at work place and for prevention and redressal of such complaints. During the year reviewed no such complaints were received.

Corporate Social Responsibility:

The provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable to the Company.

Order, if any, passed by the Regulators or Courts or Tribunals:

No orders have been passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations.

Acknowledgements

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from shareholders, bankers, financial institutions, regulatory bodies and other business constituents during the year reviewed. Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in the successful performance of the Company during the year.

RIVER FRONT HOTELS LIMITED Annual Report
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For and on behalf of the Board of Directors

Sd/-
Farukh V. Poonawala
Managing Director

Sd/-
Fatima Farukh Poonawala
CFO/ Director

Place: Surat
Date: 30th May, 2019

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Annexure – A

Policy on appointment and remuneration for Directors, Key Managerial Personnel and Senior Management Employees:

❖ Introduction:

This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

❖ Objectives of the Committee:

The Committee shall:

- I. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel and other employees.
- II. Formulation of criteria for evaluation of Independent Director and the Board
- III. Devising a policy on Board diversity.
- IV. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial Personnel positions in accordance with the criteria laid down in this policy.
- V. Recommend to the Board, appointment and removal of Director and Key Managerial Personnel.

❖ Effective Date:

The following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting. This policy shall be operational with immediate effect.

❖ Definitions:

- **“Board”**:- Board means Board of Directors of the Company.
- **“Director”**:- Directors means Directors of the Company.
- **“Committee”**:- Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.
- **“Company”**:- Company means River Front Hotels Limited.
- **“Independent Director”**:- As provided under the Regulation 17 of SEBI (Listing Obligation and Requirements) Regulations, 2015 and/or under the Provisions of Section 149(6) of the Companies Act, 2013, ‘Independent director’ in relation to the Company, means a Director other than a Managing Director or a Whole-time Director or a nominee Director:

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- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
(ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- c. apart from receiving director's remuneration, has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- d. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. who, neither himself nor any of his relatives —
 - i. holds or has held the position of a Key Managerial Personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —
 - A. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - B. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - iii. holds together with his relatives two per cent or more of the total voting power of the company; or
 - iv. is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company;
- f. Who possesses such other qualification as may be prescribed.

- **“Key Managerial Personnel”**:- Key Managerial Personnel (KMP) means-
- i. the Chief Executive Officer or the managing director or the manager;
 - ii. the Company Secretary;
 - iii. the Whole-Time Director;
 - iv. the Chief Financial Officer; and

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- v. such other officer as may be prescribed under the applicable statutory provisions / regulations

❖ **Applicability:-**

The Policy is applicable to

- Directors (Executive and Non Executive)
- Key Managerial Personnel

❖ **Constitution of the Nomination and Remuneration Committee:**

The Board has the power to constitute / reconstitute the Committee from time to time in order to make it consistent with the Company's policy and applicable statutory requirement.

At present, the Nomination and Remuneration Committee comprises of following Directors:

- i. Ms. Sana Farukh Poonawala, Non-executive Director
- ii. Mr. Taha Saifuddin Badshah, Independent Director
- iii. Mr. Taher Nagpurwala Ebrahim, Independent Director

❖ **Appointment Criteria:**

- i. The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, Independent Director and KMP and accordingly recommend to the Board for his / her appointment.
- ii. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP shall not be disqualified under the Companies Act, 2013, rules made there under, Listing Agreement or any other enactment for the time being in force.
- iii. The Director/ Independent Director/ KMP shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made there under, Listing Agreement or any other enactment for the time being in force.

❖ **Additional Criteria for Appointment of Independent Directors:**

The Committee shall consider qualifications for Independent Directors as mentioned in herein earlier under the head 'Definitions' and also their appointment shall be governed as per the provisions of SEBI (Listing Obligation and Requirements) Regulations, 2015 (as amended from time to time) and Companies Act, 2013.

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❖ **Term / Tenure:**

The Term / Tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder as amended from time to time.

❖ **Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP subject to the provisions and compliance of the said Act, rules and regulations.

❖ **Criteria for Evaluation of Independent Director and the Board:**

Following are the Criteria for evaluation of performance of Independent Directors and the Board:

1. **Executive Directors:** The Executive Directors shall be evaluated on the basis of targets / Criteria given to Executive Directors by the board from time to time
2. **Non Executive Directors:** The Non Executive Directors shall be evaluated on the basis of the following criteria i.e. whether they:
 - a) act objectively and constructively while exercising their duties;
 - b) exercise their responsibilities in a bona fide manner in the interest of the company;
 - c) devote sufficient time and attention to their professional obligations for informed and balanced decision making;
 - d) do not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
 - e) refrain from any action that would lead to loss of his independence
 - f) inform the Board immediately when they lose their independence,
 - g) assist the company in implementing the best corporate governance practices.
 - h) strive to attend all meetings of the Board of Directors and the Committees;
 - i) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
 - j) strive to attend the general meetings of the company;

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- k) keep themselves well informed about the company and the external environment in which it operates;
- l) do not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- m) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.
- n) abide by Company's Memorandum and Articles of Association, company's policies and procedures including code of conduct, insider trading guidelines etc.

❖ Policy on Board Diversity:

The Board of Directors shall have the optimum combination of Directors from the different areas / fields like Management, Quality Assurance, Finance, Sales and Marketing, Supply, Human Resources, etc., or as may be considered appropriate. The Board shall have atleast one Board member who has accounting or related financial management expertise and at least three members who are financially literate.

❖ Remuneration:

The Committee will recommend the remuneration to be paid to the Managing Director, Whole-time Director, KMP and Senior Management Personnel to the Board for their approval. The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management of the quality required to run the company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

1. Director/ Managing Director

Besides the above Criteria, the Remuneration/ compensation/ commission etc to be paid to Director/ Managing Director etc shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

2. Non Executive Independent Directors

The Non- Executive Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

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3. KMPs / Senior Management Personnel etc

The Remuneration to be paid to KMPs shall be based on the experience, qualification and expertise of the related personnel and governed by the limits, if any prescribed under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

4. Directors' and Officers' Insurance

Where any insurance is taken by the Company on behalf of its Directors and KMPs for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

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FORM MGT-9

EXTRACT OF ANNUAL RETURN

as at the financial year ended on 31st March, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I Registration and other details

CIN	L55100GJ1991PLC016766
Registration Date	12 th December, 1991
Name of the Company	RIVER FRONT HOTELS LIMITED
Category/Sub-Category of the Company	Public Company Limited by Shares
Address of the Registered Office and contact details	Land Mark, Opp. Dutch Garden, Nanpura, Surat-395001, Gujarat. Contact No.: +91-9898000486 Email id.: info@riverfronthotellimited.com Website: www.riverfronthotellimited.com
Whether Listed Company	Listed Company
Name, address and contact details of Registrar and Transfer Agent, if any	Skyline Financial Services Private Limited 505, A Wing, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri East Mumbai - 400072. Land Line No: 022-28511022 / 022-49721245 Mobile No : 9224271489 / 9769339342

II Principal Business Activities of the Company

All the Business Activities contributing 10 per cent or more of the total turnover of the Company shall be stated.

Name and Description of main Product/ Services	NIC Code of the Product/ Services	Per cent to total turnover of the Company
Hotel and Accommodation	5510	100

III Particulars of Holding, Subsidiary and Associate Companies

Sr No	Name and Address of the Company	CIN	Holding/Subsidiary/Associate	% of Shares held	Applicable Section
Not Applicable					

IV Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding							
Category of Shareholders	No. of Shares held at the beginning of the year (April 01, 2018)	No. of Shares held at the end of the year (March 31, 2019)		% of		Change during the year	
	Demat	Phy	Total	% of Demat	Phys.	Total	% of

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	s.		Total Shar es				Total Share s		
A.									
Promoters									
1. Indian									
a) Individual/HUF	2153055	-	2153055	71.59	2153055	0	2153055	71.59	0.00
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total	2153055	0	2153055	71.59	2153055	0	2153055	71.59	0.00
(A)(1):									
2. Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total	-	-	-	-	-	-	-	-	-
(A)(2):									
Total	2153055	0	2153055	71.59	2153055	0	2153055	71.59	0.00
Shareholding of Promoters (A)=(A)(1)+(A)(2)									
B. Public Shareholding (1) Institutions									
a) Mutual Funds/UTIs	-	-	-	-	-	-	-	-	-
b) Banks/FIs	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capitals Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
NBFC	-	-	-	-	-	-	-	-	-

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Sub-Total	-	-	-	-	-	-	-	-	-
(B)(1):									
(2) Non-Institutions									
a) Bodies									
Corporate									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b)									
Individuals									
i Individual shareholders holding nominal share capital up to Rs. 1 Lakh	-	20000	20000	0.67	-	20000	20000	0.67	-
ii Individual shareholders holding nominal share capital in excess Rs.1 Lakh	-	834400	834400	27.74	-	834400	834400	27.74	834400
c) Others (specify)									
i) Non Resident Indians	-	-	-	-	-	-	-	-	-
ii) Clearing Member/ Clearing House	-	-	-	-	-	-	-	-	-
iii) Trusts	-	-	-	-	-	-	-	-	-
iv) Limited Liability Partnership	-	-	-	-	-	-	-	-	-
v) Foreign Portfolio Investor (corporate)	-	-	-	-	-	-	-	-	-
vi) Qualified Foreign Investors	-	-	-	-	-	-	-	-	-
Sub-Total	-	834400	834400	27.74	-	834400	834400	27.74	0.00
(B)(2):	400			4	-	00			
Total Public Shareholding	-	854400	854400	28.41	-	854400	854400	28.41	0.00
(B)=(B)(1)+(B)(2)									
C. Non Promoters Non Public									
(1) Share held by Custodian for GDRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2153055	854400	3007455	100	2153055	854400	3007455	100	0.00

V Shareholding of Promoters

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Sl. No.	Name of Promoters	No. of Shares held at the beginning of the year (April 01, 2018)			No. of Shares held at the end of the year (March 31, 2019)			% Change during the year
		No. of Shares	% of total Shares of the Company	% of shares Pledged /encumbered total shares	No. of Shares	% of total Shares of the Company	% of shares Pledged /encumbered total shares	
1.	Farukh Valibhai Poonawala	763800	25.40	-	763800	25.40	-	0.00
2.	Fatima Farukh Poonawala	763800	25.40	-	763800	25.40	-	0.00
3.	Sana Farukh Poonawala	625455	20.80	-	625455	20.80	-	0.00
Total		2153055	71.60	-	2153055	71.60	-	0.00

VI Change in Promoters' Shareholding

During the year there is no change in the Shareholding of the Promoters of the Company

VII Shareholding Pattern of the Top Ten shareholders (other than Director, Promoters and Holders of GDRs)

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginnings of the year (April 01, 2018)		Increase/Decrease No. of Shares	Shareholding at the end of the year (March 31, 2019)		
		No. of Shares	% of total shares of the Company	Due to Transfer/Allotment	No. of Shares	% of total shares of the Company	
1.	Jaagruti Tejasbahi Patel	106400	3.54	-	106400	3.54	
2.	Jyoti Darpanbhai Patel	106400	3.54	-	106400	3.54	
3.	Gaurav Rameshbhai Patel	106400	3.54	-	106400	3.54	
4.	Kapil Ashokbhai Patel	106400	3.54	-	106400	3.54	
5.	Jaivik Chaganbhai Patel	106400	3.54	-	106400	3.54	
6.	Kusumben Shinde	106400	3.54	-	106400	3.54	
7.	Anjana Yogeshbhai Patel	106400	3.54	-	106400	3.54	

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8.	Mustafa Taiyabji Cyclewala	300	0.01	-	300	0.01
9.	Yusuf Taiyebji Cyclewala	300	0.01	-	300	0.01
10.	Fakharudeen A Bokswala	300	0.01	-	300	0.01

VIII Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of Director/KMP	Shareholding at the beginnings of the year (April 01, 2018)		Increase/Decrease No. of Shares	Shareholding at the end of the year (March 31, 2019)		
		No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company	
1.	Farukh Valibhai Poonawala	763800	25.40	-	763800	25.40	
2.	Fatima Farukh Poonawala	763800	25.40	-	763800	25.40	
3.	Sana Farukh Poonawala	625455	20.80	-	625455	20.80	
4.	Faiz Ahmed Farukh Poonawala	-	-	-	-	-	
5.	Taha Saifuddin Badshah	44800	1.49	-	44800	1.49	
6.	Taher Nagpurwala Ebrahim	44800	1.49	-	44800	1.49	

IX Indebtness

Indebtness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
Indebtness at the beginning of the financial year				
i) Principal Amount	-	9,09,83,569	-	9,09,83,569
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	9,09,83,569	-	9,09,83,569
Change in the indebtness during the financial year				
* Addition	-	12,12,776	-	12,12,776
* Reduction	-	(58,000)	-	(58,000)
Net Change	-	11,54,776	-	11,54,776

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**Indebtness at the end
of the financial year**

i) Principal Amount	-	9,21,38,345	-	9,21,38,345
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	9,21,38,345	-	9,21,38,345

X Remuneration to the Directors and Key Managerial Personnel

A. Remuneration to the Managing Director, Whole-time Director and/or Manager

During the year Company has not paid any kind of remuneration to the Managing Director, Whole-time Director and/or Manager

B. Remuneration to other Directors

During the year Company has not paid any kind of remuneration to the other Directors.

C. Remuneration to KMP other than Managing Director, Whole-time Director and Manager

During the year Company has not paid any kind of remuneration to KMP other than Managing Director, Whole-time Director and Manager

For and on behalf of the Board of Directors

Sd/-
Farukh V. Poonawala
Managing Director

Sd/-
Fatima Farukh Poonawla
CFO/ Director

Place: Surat

Date: 30th May, 2019

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Annexure to Directors' Report

Annexure-C

FORM No. MR-3

**Secretarial Audit report for the financial year ended March 31, 2019
(Pursuant to section 204 (1) of the Companies Act, 2013 and rule No. 9 of the
Companies (Appointment and Remuneration of Managerial Personnel) Rules,
2014)**

To,
The Member,
River Front Hotels Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by River Front Hotels Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment; - Not applicable
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ('SEBI Act');

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- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - Not applicable
6. Other Laws applicable to the Company;
- i. Competition Act, 2002
 - ii. The Income Tax Act, 1961
 - iii. Shops and Establishments Act, 1948
 - iv. The Central Excise Act, 1944
 - v. The Customs Act, 1962
 - vi. The Finance Act, 1994

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issued by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For YASH PAREEK AND ASSOCIATES

Company Secretaries

Sd/-

CS YASH PAREEK

M.No. 42874

CP. No.15887

Place: Bhopal

Date: 18.06.2019

Note: This report is to be read with our letter of even date which is annexed as “**ANNEXURE A**” and forms an integral part of this report.

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“ANNEXURE A”

To,
The Member,
River Front Hotels limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For YASH PAREEK AND ASSOCIATES

Company Secretaries

Sd/-

CS YASH PAREEK

M. No. 42874

CP. No.15887

Place: Bhopal

Date: 18.06.2019

Management Discussion and Analysis

The Indian tourism and hospitality industry has emerged as one of the key drivers of growth among the services sector in India. Tourism in India has significant potential considering the rich cultural and historical heritage, variety in ecology, terrains and places of natural beauty spread across the country. Tourism is also a potentially large employment generator besides being a significant source of foreign exchange for the country. During 2018, FEEs from tourism increased 4.70 per cent* year-on-year to US\$ 28.59 billion. FEEs during January 2019 were US\$ 2.55 billion.

The inbound tourism industry in India is in a great shape currently. The rising interests of travellers from across the world indicate a healthy shift and a positive growth in Indian inbound tourism sector. Unlike the past, there is an increase in the share of visitors looking to spend their vacations or explore exotic Indian destinations. This growth can also be attributed to the introduction of e-visas to many countries coupled with decreasing airfares. The numbers of FTAs (foreign tourist arrivals) in January 2017 were 9.83 lakh as compared to 8.44 lakh FTAs in January 2016. The government has taken series of proactive steps to promote India as a great round the year tourist destination for the international tourists,”

In 2018, the average room rate grew 6.25% and for the first time in many years, the industry-wide ADRs in 2018 grew at a rate faster than the long-term inflation rate of 4.5%, suggesting that the sector is on a steady path of recovery. In the last two years, hotel supply grew by 3.7% and 3.5% respectively, while demand grew by 7% and 6.8% respectively, as per *HVS Anarock data*.

Market Size

India is the most digitally-advanced traveller nation in terms of digital tools being used for planning, booking and experiencing a journey, India's rising middle class and increasing disposable incomes has continued to support the growth of domestic and outbound tourism.

During 2018, foreign tourist arrivals (FTAs) in India stood at 10.56 million, achieving a growth rate of 5.20 per cent year-on-year. FTAs in January 2019 stood at 1.10 million, up 5.30 per cent compared to 1.05 million year-on-year.

The travel & tourism sector in India accounted for 8 per cent of the total employment opportunities generated in the country in 2017, providing employment to around 41.6 million people during the same year. The number is expected to rise by 2 per cent annum to 52.3 million jobs by 2028.

International hotel chains are increasing their presence in the country, as it will account for around 47 per cent share in the Tourism & Hospitality sector of India by 2020 & 50 per cent by 2022.

Investments

During the period April 2000-December 2018, the hotel and tourism sector attracted around US\$ 12 billion of FDI, according to the data released by Department for Promotion of Industry and Internal Trade (DPIIT).

Government Initiatives

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The Indian government has realised the country's potential in the tourism industry and has taken several steps to make India a global tourism hub.

Some of the major initiatives planned by the Government of India to give a boost to the tourism and hospitality sector of India are as follows:

- Statue of Sardar Vallabhbhai Patel, also known as 'State of Unity', was inaugurated in October 2018. It is the highest standing statue in the world at a height of 182 metre. It is expected to boost the tourism sector in the country and put India on the world tourism map.
- The Government of India is working to achieve 1 per cent share in world's international tourist arrivals by 2020 and 2 per cent share by 2025.
- Under Budget 2019-20, the government allotted Rs 1,160 crore (US\$ 160.78 million) for development of tourist circuits under Swadesh Darshan.
- Under Budget 2019-20, the government allotted Rs 160.50 crore (US\$ 22.25 million) for development of tourist circuits under Swadesh Darshan.

Achievements

Following are the achievements of the government during 2018-19:

- During 2018-19, a total of seven projects worth Rs 384.67 crore (US\$ 54.81 million) were sanctioned under the Swadesh Darshan scheme.
- As of July 2018, 14 states had deployed tourist police. In November 2018, Nagaland also deployed a separate tourist police in the state.

Road Ahead

India's travel and tourism industry has huge growth potential. The tourism industry is also looking forward to the expansion of E-visa scheme which is expected to double the tourist inflow to India. India's travel and tourism industry has the potential to expand by 2.5 per cent on the back of higher budgetary allocation and low cost healthcare facility, according to a joint study conducted by ASSOCHAM and Yes Bank. (Source: BrandUSA.com and India Brand Equity Foundation-Ministry of Commerce & Industry, Government of India)

Development of Tourism Infrastructure

Development of tourism infrastructure is being given priority to provide a better tourism experience to the tourists. Theme based circuits are being developed under the Swadesh Darshan Scheme spanning the entire country. A total number of 07 projects have been sanctioned during 2018-19 for a total amount of Rs.384.67 Crore. With this, a total number of 73 projects have been sanctioned till date for an amount of Rs.5873.99 Crore under this Scheme covering 30 States and Union Territories in the country.

Nine projects under the Swadesh Darshan Scheme have been inaugurated between August to December 2018 in the States of Manipur, Arunachal Pradesh, Andhra Pradesh, Nagaland, Chhattisgarh and Madhya Pradesh. Facilities like Tourist Facilitation Centers, Eco Log Huts, Sound and Light Show, Helipads, Cafeteria, Wayside Amenities, Nature Trails, Jetties, Boat club, Adventure Zones,

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Interpretation Centers, Water Sports, Craft Villages, Tribal Thematic Villages, Illumination etc. have been developed as part of the above projects.

Integrated development of identified pilgrimage destinations is being undertaken under the 'National Mission on Pilgrimage Rejuvenation and Spiritual, Heritage Augmentation Drive' (PRASHAD) Scheme. One project has been sanctioned during 2018-19 for a total amount of Rs.39.24 Crore. A total number of 24 projects have been sanctioned till date for an amount of Rs.727.16 Crore under this Scheme.

Ministry of Tourism provided Central Financial Assistance for infrastructure development during 2018-19 to Cochin Port Trust and Mormugaon Port Trust.
(Source: Ministry of tourism)

Review of Operational and Financial Performance

The Company has a gross income of Rs. 2,166,258 /- for the year ended 31st March, 2019 as against the gross income of the previous financial year of Rs. 1,506,829 /-. The profit after taxes for the year reviewed is Rs. 60,207/- as against profit after tax of Rs.85,425/- for the previous year.

Internal Control Systems and Their Adequacy

Adequate internal controls have been laid down by the Company to safeguard and protect its assets as well as to improve the overall productivity of its operations.

Cautionary Statement

Statements contained in the Management Discussion and Analysis describing the Company's estimates, projections and expectations are forward looking statements and based upon certain assumptions and expectations of future events over which the Company has no control and which could cause actual results to differ materially from those reflected in such statements. Readers should carefully review other information in this Annual Report and in the Company's periodic reports. The Company undertakes no obligation to update or revise any of these futuristic statements, whether as a result of new information, future events, or otherwise.

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Independent Auditor's Report

**To,
The Members,
M/s. RIVER FRONT HOTELS LIMITED**

Report on the standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **RIVER FRONT HOTELS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone

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financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - e) on the basis of the written representations received from the directors of the Company as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.

RIVER FRONT HOTELS LIMITED Annual Report

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- f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “Annexure B” a statement on the matters specified in paragraphs 3 and 4 of the Order.

For N.C.RUPAWALA & CO.
Chartered Accountants
Firm Reg. No.: 125757W

Sd/-
Nehal C. Rupawala
Partner
M.No. 118029
Date: 30/05/2019
Place: Surat

RIVER FRONT HOTELS LIMITED Annual Report

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Annexure – A TO THE INDEPENDENT AUDITOR’S REPORT

[Referred to in our report of even date.]

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **RIVER FRONT HOTELS LIMITED** (“the Company”) as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial

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reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be

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detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For N.C.RUPAWALA & CO.
Chartered Accountants
Firm Reg. No.: 125757W**

**Sd/-
Nehal C. Rupawala
Partner
M.No.118029
Date: 30/05/2019
Place: Surat**

RIVER FRONT HOTELS LIMITED Annual Report

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“Annexure B” referred to the Independent Auditor’s Report of even date on the Financial Statements of River Front Hotels Limited

- I. In respect of the Company’s fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company.
- ii. The Company is in the Hotel business and does not have any physical inventories for the year. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.
- iii. According to the information and explanations given to us, the Company has granted unsecured loans to four persons, covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:
 - (a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company’s interest.
 - (b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.
 - (c) There is no overdue amount remaining outstanding as at the year-end.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

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- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
 - (c) There are no outstanding dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2019 on account of disputes.
- viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

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- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For N.C.RUPAWALA & CO.
Chartered Accountants
Firm Reg. No.: 125757W

Sd/-
Nehal C. Rupawala
Partner
M.No.118029
Date: 30/05/2019
Place: Surat

RIVER FRONT HOTELS LIMITED Annual Report

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RIVER FRONT HOTELS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2019

	PARTICULARS	NOTE No.	FOR THE YEAR 2018-19 Amount (Rs.)	FOR THE YEAR 2017-18 AMOUNT (Rs.)
A	EQUITY AND LIABILITIES			
1	Shareholders' Funds			
	(a) Share Capital	01	30,074,550	30,074,550
	(b) Reserves & Surplus	02	1,044,552	1,128,565
	(c) Money Received Against Share Warrants	-	-	-
	Sub-Total - Shareholders' Funds		31,203,115	31,203,115
2	Non-current Liabilities			
	(a) Long-Term Borrowings	03	92,138,345	90,983,569
	(b) Deferred Tax Liabilities (Net)	-	-	-
	(c) Other Long-Term Liabilities	04	2,039,587	2,069,094
	(d) Long-Term Provisions	-	-	-
	Sub-Total - Non-Current Liabilities		94,177,932	93,052,663
3	Current Liabilities			
	(a) Short-Term Borrowings	-	-	-
	(b) Trade Payables	-	-	-
	(c) Other Current Liabilities	-	-	-
	(d) Short-Term Provisions	05	156,031	225,257
	Sub-Total - Current Liabilities		156,031	225,257
	TOTAL - EQUITY AND LIABILITIES		125,453,065	124,481,035
B	ASSETS			
1	Non-Current Assets			
	(a) Fixed Assets	06	122,245,207	119,925,651
	(i) Tangible Assets		104,236,024	104,236,024
	(ii) Intangible Assets		-	-
	(iii) Capital Work-in-Progress		18,009,183	15,689,627
	(iv) Intangible Assets under Development		-	-
	(b) Non-Current Investments	07	1,000	1,000
	(c) Deferred Tax Assets (Net)	08	6,362	6,982
	(d) Long-Term Loans & Advances	09	563,040	1,979,240
	(e) Other Non-Current Assets	-	-	-
	Sub-Total - Non-Current Assets		122,815,609	121,912,873
2	Current Assets			
	(a) Current Investments	-	-	-
	(b) Inventories	-	-	-
	(c) Trade Receivables	-	-	-
	(d) Cash and Cash Equivalents	10	2,637,456	2,568,162
	(e) Short-Term Loans & Advances	-	-	-
	(f) Other Current Assets	-	-	-
	Sub-Total - Current Assets		2,637,456	2,568,162
	TOTAL - ASSETS		125,453,065	124,481,035

The Schedules referred to above form an integral part of the Financial Statements.
As per our report attached of even date and audit observations given separately.

For N. C. RUPAWALA & CO.
Chartered Accountants
Reg.No.125757W

FOR RIVER FRONT HOTELS LIMITED

Sd/-
(NehalC.Rupawala)
Partner
M.No.118029
Date : 30.05.2019
Place : SURAT

Sd/-
Farukh V. Poonawala
(Managing Director)

Sd/-
Fatima F. Poonawala
(Director/CFO)

Sd/-
Jyoti Darshan Chauhan
(Company Secretary)

RIVER FRONT HOTELS LIMITED Annual Report

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RIVER FRONT HOTELS LIMITED

STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED ON 31ST MARCH, 2019

	PARTICULARS	NOTE No.	FOR THE YEAR 2018-19 Amount (Rs.)	FOR THE YEAR 2017-18 Amount (Rs.)
I.	Revenue from Operations	11	1,990,948	1,345,022
II.	Other Income	12	175,310	161,807
III.	Total Revenue(I+II)		2,166,258	1,506,829
IV.	Expenses:			
	Cost of Material Consumed	13	1,227,286	815,063
	Purchases of Stock-in-Trade	-	-	-
	Changing in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	-	-	-
	Employee Benefits Expense	14	443,000	264,000
	Finance Cost	-	-	-
	Depreciation and Amortization Expense	15	-	-
	Other Expenses	16	414,610	312,814
	Total Expenses		2,084,896	1,391,877
V.	Profit before Exceptional and Extraordinary Items and Tax (III-IV)	-	81,362	114,952
VI.	Exceptional Items	-	-	-
VII.	Profit before Extraordinary Items and Tax (V- VI)	-	81,362	114,952
VIII.	Extraordinary Items	-	-	-
IX.	Profit before Tax (VII-VIII)	-	81,362	114,952
X.	Tax Expense:	-	21,155	29,527
	(1) Current Tax	-	20,535	28,708
	(2) Deferred Tax	-	620	819
XI.	Profit/(Loss) for the period from Continuing Operations (IX-X)	-	60,207	85,425
XII.	Profit/(Loss) from Discontinuing Operations	-	-	-
XIII.	Tax Expense of Discontinuing Operations	-	-	-
XIV.	Profit/(Loss) from Discontinuing Operations (after tax) (XII-XIII)	-	-	-
XV.	Profit/(Loss) for the Period (XI+XIV)		60,207	85,425
XVI.	Earning per Equity Share:	17		
	(1) Basic		0.020	0.028
	(2) Diluted			

The Schedules referred to above form an integral part of the Financial Statements.
As per our report attached of even date and audit observations given separately.

For N. C. RUPAWALA & CO.
Chartered Accountants
Reg.No.125757W

FOR RIVER FRONT HOTELS LIMITED

Sd/-
(Nehal C.Rupawala)
Partner
M.No.118029
Date : 30.05.2019
Place : SURAT

Sd/-
Farukh V. Poonawala
(Managing Director)

Sd/-
Fatima F. Poonawala
(Director/CFO)

Sd/-
Jyoti Darshan Chauhan
(Company Secretary)

RIVER FRONT HOTELS LIMITED Annual Report 2018-19

RIVER FRONT HOTELS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

Sr. No.	PARTICULARS	Amount (Rs.)
A	CASH FLOW FROM OPERATING ACTIVITIES	
	Net Profit before Tax and Extraordinary items	81,362
	Adjustments for :	
	Depreciation	-
	Interest Income	(175,310)
	Operating Profit Before Working Capital Changes	(46,855)
	Adjustments for :	
	Proceeds from / (repayment of) long term borrowings	1,145,769
	Trade Payable & Other Long Term Liabilities	1,416,200
	Audit Fees Payable	15,000
	Cash Generated From / (Used In) Operations	2,483,021
	Taxes Paid(TDS)	
	Taxes Paid	(17,531)
	Interest Paid	(107,730)
	Cash Flow Before Extraordinary Items	2,357,760
	Other adjustments	(144,220)
	Net Cash from Operating Activities	2,213,540
B	CASH FLOW FROM INVESTING ACTIVITIES:	
	Purchase of Fixed Assets	(2,319,556)
	Sale of Fixed Assets	-
	Interest Received	175,310
	Net Cash Used in Investing Activities	(2,144,246)
C	CASH FLOW FROM FINANCING ACTIVITIES:	
	Net Cash Generated in Financing Activities	-
	Net Increase in Cash and Cash Equivalents	69,294
	Cash And Cash Equivalents as at the Beginning of the year	2,568,162
	Cash And Cash Equivalents as at the Closing of the year	2,637,456

The Schedules referred to above form an integral part of the Financial Statements.
As per our report attached of even date and audit observations given separately.

For N. C. RUPAWALA & CO. FOR RIVER FRONT HOTELS LIMITED
Chartered Accountants

Reg.No.125757W

Sd/- (NehalC.Rupawala) Partner M.No.118029 Date : 30.05.2019 Place : SURAT	Sd/- Farukh V. Poonawala (Managing Director)	Sd/- Fatima F. Poonawala (Director/CFO)	Sd/- Jyoti Darshan Chauhan (Company Secretary)
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RIVER FRONT HOTELS LIMITED Annual Report

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NOTES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2019

NOTE - 01 - SHARE CAPITAL

Particulars	31-03-2019 Amount (Rs.)	31-03-2018 Amount (Rs.)
Authorised Share Capital <i>50,00,000 (50,00,000 Equity Shares of Rs.10/- each)</i>	5,00,00,000	5,00,00,000
	5,00,00,000	5,00,00,000
Issued, Subscribed and Paid-up <i>30,07,455 Equity Shares of Rs.10/- each</i>	3,00,74,550	3,00,74,550
T O T A L	3,00,74,550	3,00,74,550

NOTE - 02 - RESERVES & SURPLUS

Particulars	31-03-2019 Amount (Rs.)	31-03-2018 Amount (Rs.)
Share Forfeiture Account	6,71,750	6,71,750
Profit & Loss Account :		
Profit & Loss Account B/F	456,815	371,390
Add : Profit & Loss for the Year	60,207	85,425
Less : Other Adjustment	144,220	-
T O T A L	1,044,552	1,128,565

NOTE - 03 - LONG-TERM BORROWINGS

Particulars	31-03-2019 Amount (Rs.)	31-03-2018 Amount (Rs.)
<u>Loans & Advances from Related Parties :</u>		
Faiz Ahmed F. Poonawala	638,000	638,000
Farooq V. Punawala	48,490,605	47,422,049
Fatima F. Punawala	38,721,204	38,721,204
Sana F. Poonawala	4,288,536	4,144,316
Refer Note No.2(e)		
<u>Other Liabilities :</u>		
Other Payables	-	58,000
T O T A L	92,138,345	90,983,569

NOTE - 04 - OTHER LONG-TERM LIABILITIES

Particulars	31-03-2019 Amount (Rs.)	31-03-2018 Amount (Rs.)
<u>Trade Payables with Others:</u>		
BadribhaiLacewala	1,075,520	1,000,000
Regnum Capital Advisors Pvt. Ltd.	964,067	958,167
Unic Plastic Pvt. Ltd	-	110,927
T O T A L	2,039,587	2,069,094

NOTE - 05 - SHORT TERM PROVISIONS

Particulars	31-03-2019 Amount (Rs.)	31-03-2018 Amount (Rs.)
<u>Provision :</u>		
Audit Fees Payable	120,000	105,000
Provision for Tax	15,531	120,257
N. C. Rupawala & Co.	5,000	-
RSP & Co.	2,500	-
Salary Payable	13,000	-
T O T A L	156,031	225,257

NOTE - 07 - NON - CURRENT INVESTMENTS

RIVER FRONT HOTELS LIMITED Annual Report

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Particulars	31-03-2019 Amount (Rs.)	31-03-2018 Amount (Rs.)
Investments In Shares : Unquoted Gujarat Industrial Co.Op Bank Ltd. <i>Refer Note No.2(b)</i>	1,000	1,000
TOTAL	1,000	1,000

NOTE - 08 - DEFFERED TAX LIABILITIES

Particulars	31-03-2019 Amount (Rs.)	31-03-2018 Amount (Rs.)
WDV as per Companies Act	1,236	1,236
WDV as per Income Tax Act	21,450	23,831
Deferred Tax Liabilites / (Assets)	(20,214)	(22,595)
Deferred Tax Liabilites / (Assets) to be Created	(6,362)	(6,982)
Less: Already Credit	(6,982)	(7,801)
Deferred Tax Liabilites / (Assets)	620	819

NOTE - 09 - LONG - TERM LOANS AND ADVANCES

Particulars	31-03-2019 Amount (Rs.)	31-03-2018 Amount (Rs.)
Balances with Government Authorities: Sales Tax Deposit	25,000	25,000
Security Deposits: Telephone Deposit	41,000	41,000
Torrent Power Ltd-Meter Deposit	1,440	1,440
Unsecured, Considered Good : Firozgar Elevators Pvt Ltd	-	5,51,000
Stock Exchange Fees	495,600	6,60,800
Swastic Glass	-	1,00,000
Thermax Limited	-	6,00,000
TOTAL	563,040	19,79,240

NOTE - 10 - CASH & CASH EQUIVALENTS

Particulars	31-03-2019 Amount (Rs.)	31-03-2018 Amount (Rs.)
Cash on Hand : Cash Balance <i>(As certified by the Management)</i>	572,435	6,60,058
Balances with Scheduled Banks in Current Accounts : Punjab National Bank Ltd. - Current A/c	17,209	18,070
Other Balance with Bank : Punjab National Bank Ltd. - Fixed Deposit	2,047,812	18,90,033
TOTAL	2,637,456	25,68,162

RIVER FRONT HOTELS LIMITED Annual Report

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NOTES FORMING PART OF STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

NOTE - 11 - REVENUE FROM OPERATIONS

Particulars	31-03-2019 Amount (Rs.)	31-03-2018 Amount (Rs.)
Sales - Coffee Shop	1,990,948	1,345,022
T O T A L	1,990,948	13,45,022

NOTE - 12 - OTHER INCOMES

Particulars	31-03-2019 Amount (Rs.)	31-03-2018 Amount (Rs.)
Interest Income - Fixed Deposit	175,310	1,61,807
T O T A L	1,75,310	1,61,807

NOTE - 13 - DIRECT EXPENSES

Particulars	31-03-2019 Amount (Rs.)	31-03-2018 Amount (Rs.)
Purchase	1,227,286	8,15,063
T O T A L	1,227,286	8,15,063

NOTE - 14 - EMPLOYEE BENEFITS EXPENSES

Particulars	31-03-2019 Amount (Rs.)	31-03-2018 Amount (Rs.)
Salary Expenses	4,43,000	2,64,000
T O T A L	4,43,000	2,64,000

NOTE - 15 - OTHER EXPENSES

Particulars	31-03-2019 Amount (Rs.)	31-03-2018 Amount (Rs.)
Other Operating Expense :		
Advertisement Expenses	43,377	-
Annual Listing Fees	64,900	41,300
Audit Expenses	34,500	15,000
Bank Charges	464	447
CDSL Annual Issuer and E-voting Fees	16,520	3,600
Certificate Fees	19,500	-
Consultancy Service Expenses	-	15,000
IGST Expenses	-	2,817
Miscellaneous Expenses	3,840	-
Processing Fees	165,200	165,200
ROC Filing Fees	10,200	-
RTA and Depository Service Expenses	35,400	60,209
Stock Exchange Fees	11,800	-
Stationery Expenses	-	650
Website Expenses	8,909	8,591
T O T A L	414,610	312,814

NOTE - 16 - EARNING PER SHARE (BASIC AND DILUTED)

Particulars	31-03-2019	31-03-2018
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	Amount (Rs.)	Amount (Rs.)
Net Profit / (Loss) for the Year Attributable to the Equity Shareholders	60,207	85,425
The Weighted Average Number of Equity Shares for Basic Earnings Per Share (Nos.)	30,07,455	30,07,455
Face Value Per Share	10	10
Basic Earnings Per Share	0.0200	0.0284

RIVER FRONT HOTELS LIMITED Annual Report

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Depreciation Under Companies Act-2013

Note - 06 - FIXED ASSETS

Description	Gross Block				Depreciation				Depreciated on as at 31-03-2019	Net Block	
	As at 01-04-2018	Addition During the Year	Deduction During the Year	As at 31-03-2019	As at 01-04-2018	Addition During the Year	Deduction During the Year	As at 31-03-2019		31-03-2019	31-03-2018
	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)		Amount (Rs.)	Amount (Rs.)
TANGIBLE FIXED ASSETS											
Air Condition Plant	41,51,398			41,51,398	-	-	-	-	-	41,51,398	41,51,398
Land	82,39,270	-	-	82,39,270	-	-	-	-	-	82,39,270	82,39,270
Building	7,96,09,969	-	-	7,96,09,969	-	-	-	-	-	7,96,09,969	7,96,09,969
Electrical Fittings	10,65,264	-	-	10,65,264	-	-	-	-	-	10,65,264	10,65,264
Furniture & Fixtures	54,88,678	-	-	54,88,678	-	-	-	-	-	54,88,678	54,88,678
Office Equipments	44,845	-	-	44,845	43,609	-	-	43,609	-	1,236	1,236
Lift	45,87,000	-	-	45,87,000	-	-	-	-	-	45,87,000	45,87,000
Swimming Pool	1,43,573	-	-	1,43,573	-	-	-	-	-	1,43,573	1,43,573
Revolving Equipment	9,49,636	-	-	9,49,636	-	-	-	-	-	9,49,636	9,49,636
Sub-Total	10,42,79,633	-	-	10,42,79,633	43,609	-	-	43,609	-	10,42,36,024	10,42,36,024
Capital Work In Progress	1,56,89,627	2,319,556	-	1,80,09,183	-	-	-	-	-	1,80,09,183	1,56,89,627

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Sub-Total	1,56,89,627	2,319,556	-	1,80,09,183	-	-	-	-	-	1,80,09,183	1,56,89,627
T O T A L	11,99,69,260	4,639,112	-	12,22,88,816	43,609	-	-	43,609	-	12,22,88,816	11,99,25,651

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NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31ST, 2019

General information

River Front Hotels Limited ("the Company") is a public limited company incorporated and domiciled in India and has its listing on the MSE, Metropolitan Stock Exchange of India Limited. The registered office and principal place of business is at Opp. Dutch Garden, Landmark, Nanpura, Surat. The Company is in the hotel business.

1. Significant Accounting Policies:

a) Basis for Preparation of Accounts:

These financial statements are separate financial statements of the Company (also called standalone financial statements). The Company has prepared financial statements for the year ended March 31, 2019 in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) together with the comparative period data as at and for the year ended March 31, 2018. For all the periods up to the year ended March 31, 2018, the Company had prepared its financial statements in accordance with the requirements of previous GAAP, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended). These are the Company's first Ind AS financial statements.

Previously i.e. upto the year ended 2018, the financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the Previous Year.

b) Use of estimates:

The preparation of the financial statements in conformity with Indian Accounting Standard requires the Managements to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

c) Cash and Cash Equivalents:

Cash comprise cash on hand and demand deposits with banks. Cash equivalents are short term (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

d) Tangible Fixed Assets:

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. Cost of acquisition includes taxes / duties (net of credits availed) and

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other attributable costs for bringing assets to the condition required for their intended use. Air Conditioners have been reached to residual value during the last financial year, so no depreciation has been provided for the same.

e) Intangible Assets:

Intangible Assets are carried at cost less accumulated depreciation impairment losses, if any. The cost of intangible assets comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities) and any direct attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognized as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributable to the assets reliably, in which case such expenditure is added to the cost of the asset.

f) Depreciation and Amortization:

- i. Depreciation on fixed assets is provided as per Companies Act, 2013 at the rate in the manner prescribed in schedule II of the said Act.
- ii. Depreciation on additions / disposal during the period is provided on prorata basis according to the period during which assets are put to use / being used.
- iii. No Depreciation has been provided in respect of Capital Work in Progress.

g) Investments:

Long term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments determined on an individual basis. Current investments are carried individually, at the cost. Cost of Investments includes acquisition charges such as brokerage, fees and duties.

h) Valuation of Inventories:

- i. Raw materials are valued at cost or net realizable value whichever is lower.
- ii. Work in progress has been valued at cost of materials and labour charges together with relevant factory overheads.
- iii. Finished Goods are valued at cost or net realizable value whichever is lower.
- iv. Stores & Fuel are valued at cost or net realizable value whichever is lower.

i) Taxes on Income:

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provision of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the company.

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Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize such assets. Deferred tax assets are recognized for timing differences of other items only to the extent that reasonable certainty exist that sufficient future taxable income will be available against which these can be realized. Deferred tax assets are reviewed at each Balance Sheet date for their reliability.

j) Provisions & Contingencies:

A provision is recognized when the Company has a present legal or constructive obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimates can be made. Provisions (excluding long term benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized but disclosed in the notes to the Financial Statements. A contingent asset is neither recognized nor disclosed.

Restructuring

A provision for restructuring is recognised when the Company has a detailed formal restructuring plan and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it. The measurement of a restructuring provision includes only the direct expenditure arising from the restructuring, which are those amounts that are both necessarily entailed by the restructuring and not associated with the ongoing activities of the entity.

Contingent liabilities and contingent assets

Contingent liability is disclosed for,

- (i) Possible obligations which will be confirmed only by future events not wholly within the control of the Company, or
- (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent Assets are not recognised in financials.

k) Earnings Per Share:

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential ordinary shares, which includes all stock options granted to employees.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares

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issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

Notes to Accounts:

a) Share Capital

- Details of Equity Shares as on March 31, 2019, is as follows:

Authorized Share (Quantum)	Issued, Subscribed & Paid up Share (Quantum)	Description
50,00,000	30,07,455	Outstanding as on 01-04-2018
50,00,000	30,07,455	Outstanding as on 31-03-2019
0	-	Addition/(Deduction)

Shareholding Pattern (Shareholding more than 5%)

Particulars	As on 31/03/2019		As on 31/03/2018	
	No. of Shares	%	No. of Shares	%
Issued, Subscribed and paid up capital Equity Shares of Rs. 10 each	21,53,055		21,53,055	
Farukh Valibhai Poonawala	7,63,800	25.39	7,63,800	25.39
Sana Farukh Poonawala	6,25,455	20.80	6,25,455	20.80
Fatima Farukh Poonawala	7,63,800	25.39	7,63,800	25.39

b) Market Value of Investments

Particulars	No. of Units	31/03/2019 Cost Amount (Rs.)	31/03/2018 Market Value Amount(Rs.)
Investment in Equity Instruments : Unquoted Gujarat Industrial Co-op. Bank	10	1,000	1,000
Total		1,000	1,000

c) Auditor's Fee

Payment to the Auditor comprises:	31/03/2019 Amount (Rs.)	31/03/2018 Amount (Rs.)
As Auditors- Statutory Audit	15,000	15,000
For Taxation Matters	0	0
Total	15,000	15,000

- d) The schedule III has become effective from 1st April, 2014 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year figures have been regrouped / reclassified wherever necessary.

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Related Party Disclosures:

Name of Related Party	Relation with Company
1. Farukh V. Poonawala	Director & Having Shareholding of 25.39%
2. Faiz ahmed F. Poonawala	Director & Chairman
3. Sana F. Poonawala	Director & Having Shareholding of 20.80%
4. Fatima F. Poonawala	Director/CFO & Having Shareholding of 25.39%

e) As confirmed by the Management, there are no Contingent Liabilities.

Reserves and Surplus:

Particulars	Amount (Rs.)
Share Forfeiture Account	1,34,26,250

For N. C. RUPAWALA & CO.
Chartered Accountants
Reg.No.125757W

For RIVER FRONT HOTELS LIMITED

Sd/-
Nehal C.Rupawala
Partner
M.No.: 118029
Date: 30.05.2019
Place: Surat

Sd/-
Farukh V. Poonawala
(Managing Director)

Sd/-
Fatima F. Poonawala
(Director/CFO)

Sd/-
Jyoti Darshan Chauhan
(Company Secretary)

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2018-19

RIVER FRONT HOTELS LIMITED
CIN-L55100GJ1991PLC016766

Registered office: Landmark, Opp. Dutch Gardens,
Nanpura, Surat,-395001, Gujarat
Tel:+91-9898000486, E-mail :info@riverfronthotellimited.com
Website: www.riverfronthotellimited.com

ATTENDANCE SLIP FOR 28th ANNUAL GENERAL MEETING
18th JULY, 2019

PLEASE FILL IN THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint shareholder may obtain additional Attendance Slip on request.

NAME OF THE SHAREHOLDER/ PROXY :

MASTER FOLIO NO. / DP I.D. & CLIENT ID :

NO. OF SHARES HELD :

I hereby record my presence at the 28th Annual General Meeting of the Company, being held on Thursday, July 18, 2019 at 11.00 a.m. at Landmark, Opp. Dutch Gardens, Nanpura, Surat,- 395001, Gujarat

Signature of the Shareholder / Proxy/Authorized Representative

RIVER FRONT HOTELS LIMITED Annual Report
2018-19

RIVER FRONT HOTELS LIMITED
CIN-L55100GJ1991PLC016766

Registered office: Landmark, Opp. Dutch Gardens,
Nanpura, Surat, -395001, Gujarat
Tel: +91-9898000486, E-mail :info@riverfronthotellimited.com
Website: www.riverfronthotellimited.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Companies (Management and Administration) Rules, 2014]

Name of the member(s):
Registered address:
E-mail Id:
Folio No/Client Id:
DP ID:

I/We, being the member (s) of shares of the above named company,
hereby appoint

1. Name:
Address:

E-mail Id:

Signature:..... or failing him
2. Name:
Address:

E-mail Id:

Signature:..... or failing him
3. Name:
Address:

E-mail Id:

Signature:..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at
the 28th Annual General Meeting of the Company to be held on Thursday, July 18th,
2019 at 11.00 a.m. at Landmark, Opp. Dutch Gardens, Nanpura, Surat-395001,
Gujarat and at any adjournment thereof in respect of such resolutions as are
indicated below:

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Resolution No.	Resolution(s)	Assent	Dissent
	ORDINARY BUSINESS		
1.	To consider and adopt the audited financial statement of the Company for the financial year ended March 31 st , 2019 and reports of the Board of Directors and Auditors' thereon.		
2.	To appoint a Director in place of Mrs. Fatima Farukh Poonawala (DIN: 02340990), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers herself for re-appointment.		
3.	To ratify the appointment of the Auditor of M/s. N.C. Rupawala & Co., Chartered Accountants(Firm Registration No.125757W)		

Signed this..... Day of..... 2019

 Signature of Shareholder

Affix Re. 1/- Revenue Stamp

 Signature of Proxy holder(s)

NOTE: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.